

ULTIMATE SPIDER-MAN®

BENDIS
BROOKS
MENDOZA
MARVEL®

ANNUAL

2



ULTIMATE SPIDER-MAN

PREVIOUSLY IN ULTIMATE SPIDER-MAN

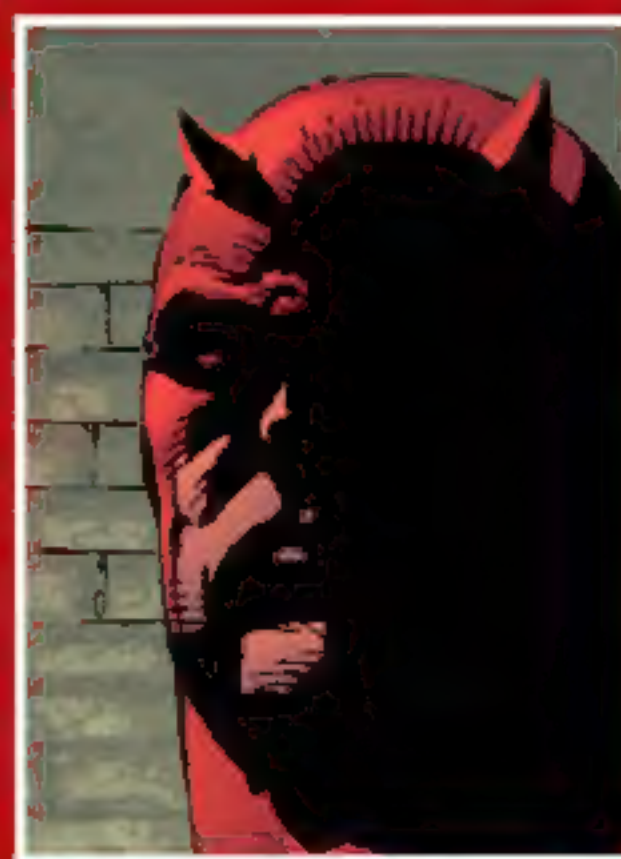


The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Now the fledgling super hero tries to balance a full High School curriculum, a night job as a web designer for the *Daily Bugle* tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.



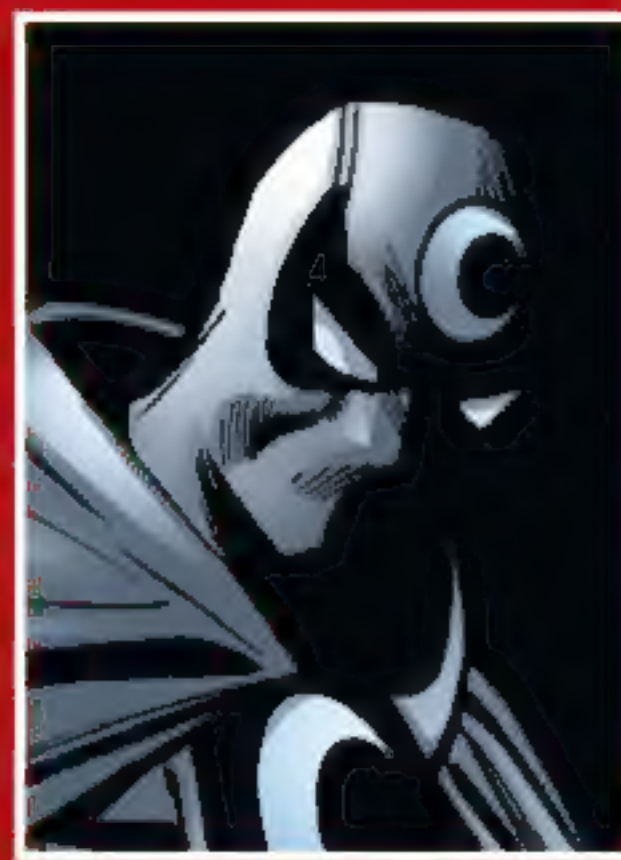
Spider-Man has had several confrontations with New York crime boss Wilson Fisk, a.k.a. the Kingpin of Crime. After his last run-in with Fisk, Spidey befriended NYPD Captain Jeanne De Wolfe...not knowing that she is actually under the Kingpin's influence—she's a rotten cop.



Spider-Man has also had a couple of run-ins with the guardian of Hell's Kitchen, Manhattan—the mystery known as Daredevil. They haven't been the friendliest of run-ins, and Spidey has no idea that Daredevil is secretly Matt Murdock, who, along with Franklin "Foggy" Nelson, runs a law firm.



Ex-cop Frank Castle is the only one in his family that survived a gangland-style assassination by his fellow cops, after Frank refused to take a bribe. He now fights crime as the brutal, unflinching Punisher—and was last seen being carted away by the NYPD after a battle with Spidey.



Moon Knight is just one of four personalities of a mystery crime fighter who barely survived his last encounter with Spider-Man—a battle with Kingpin's assassin Elektra. Moon Knight has been in a coma ever since...

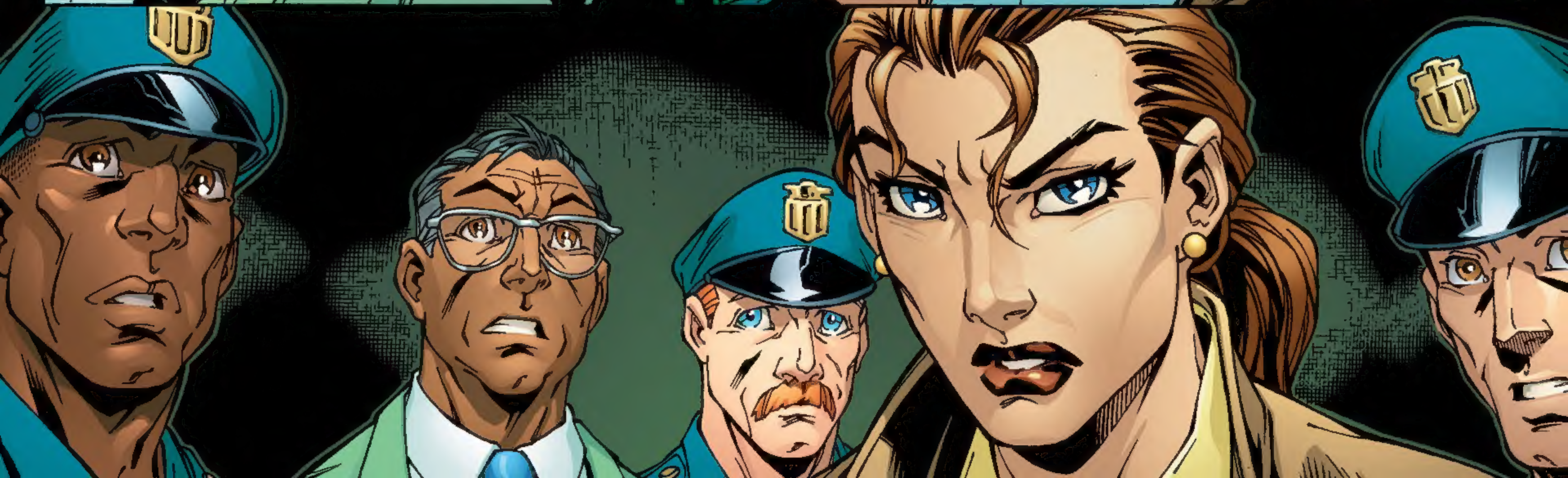
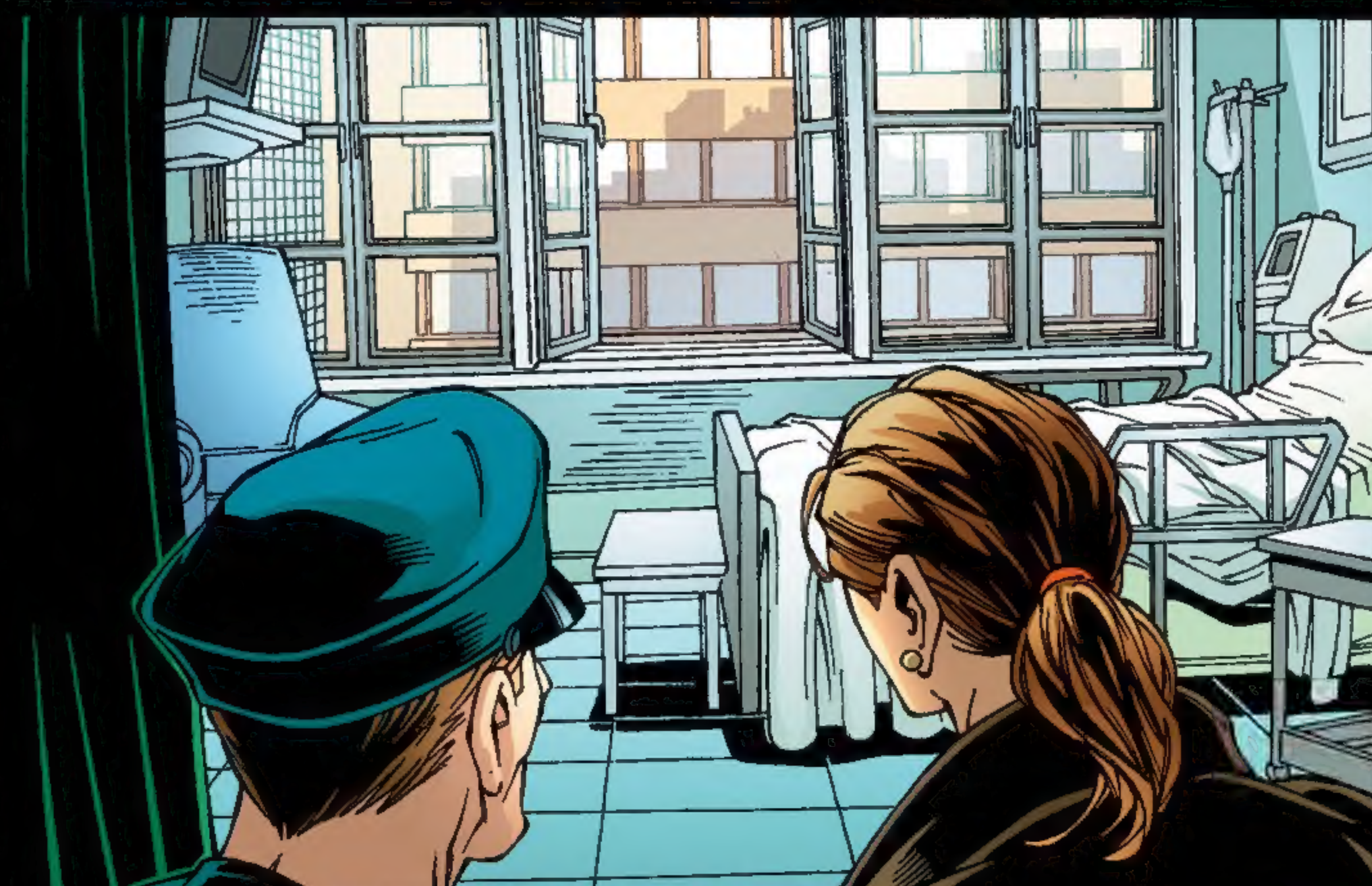
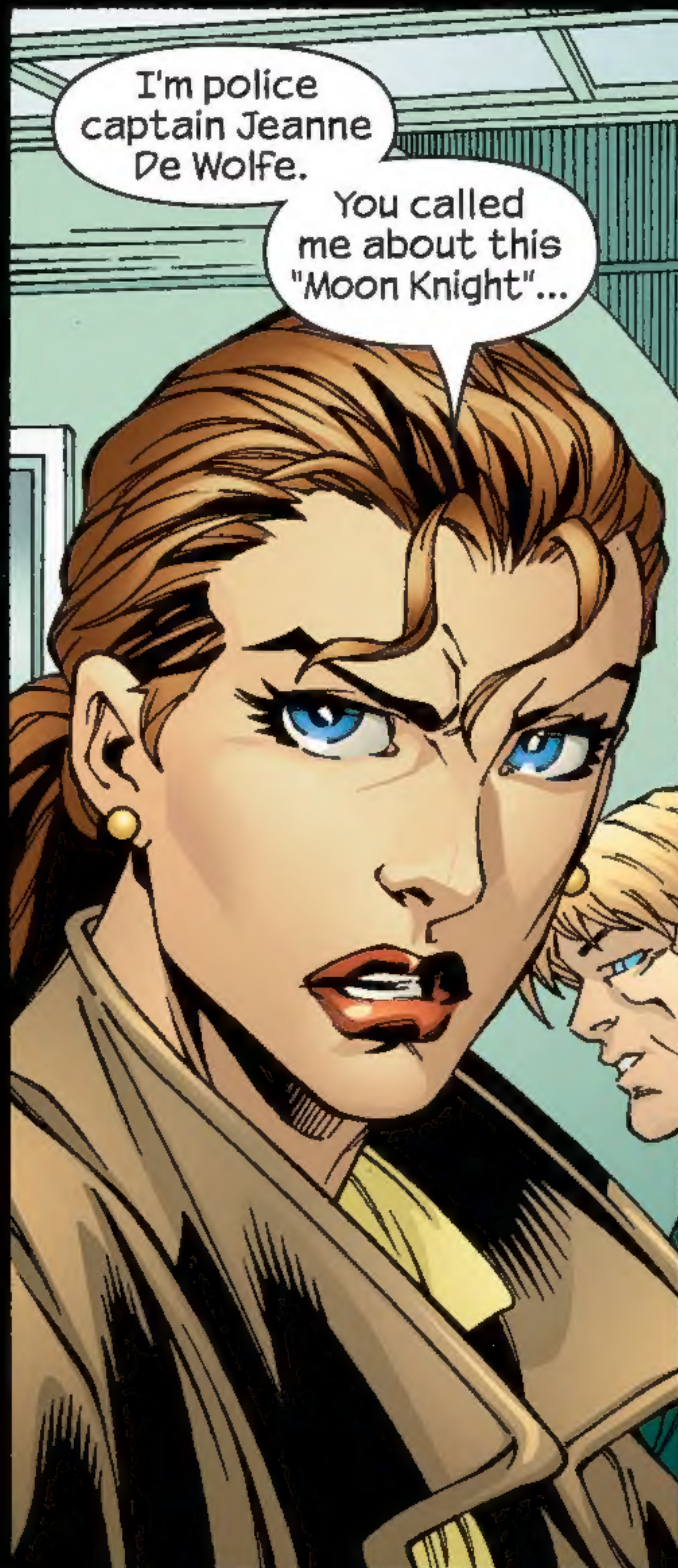
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Herman,
Herman,
Herman...

SPROK

MARTIN BLVD. S.E.

MENDOZA STR. S.W.

WALK

GUT ZON



"Shocker."

The only thing shocking about you is why I keep running into you!

You're the worst themed-criminal in the history of themed-criminals.

As a friend, I'm telling you, you suck at this.

Just leave me alone!



Oh my God! Are you crying?

Why do you keep *doing* this to yourself?

Just-sniff--

And, more to the point, why are you not in jail from the last four times I caught you red-handed?



I have caught you trying to rob banks, ATMs, a comic-book store, and an Aunt Annie's Pretzels and why, oh why, are you not in jail?

Maybe it's because you leave him tied to a lamppost for the cops to find him...

Any lawyer right out of law school could get his case thrown out in two seconds.

And who are you?



Franklin Nelson, attorney-at-law. And who are you?

Oh, great...a lawyer.

If you *want* him to do time... physically *bring* him to the police and press charges.

You *have* witnesses. He'll go away for three to five years.



What?!!

(They'll knock it down to one.)

One?!!

Hey, *you* robbed in broad daylight, dressed like- what are you?

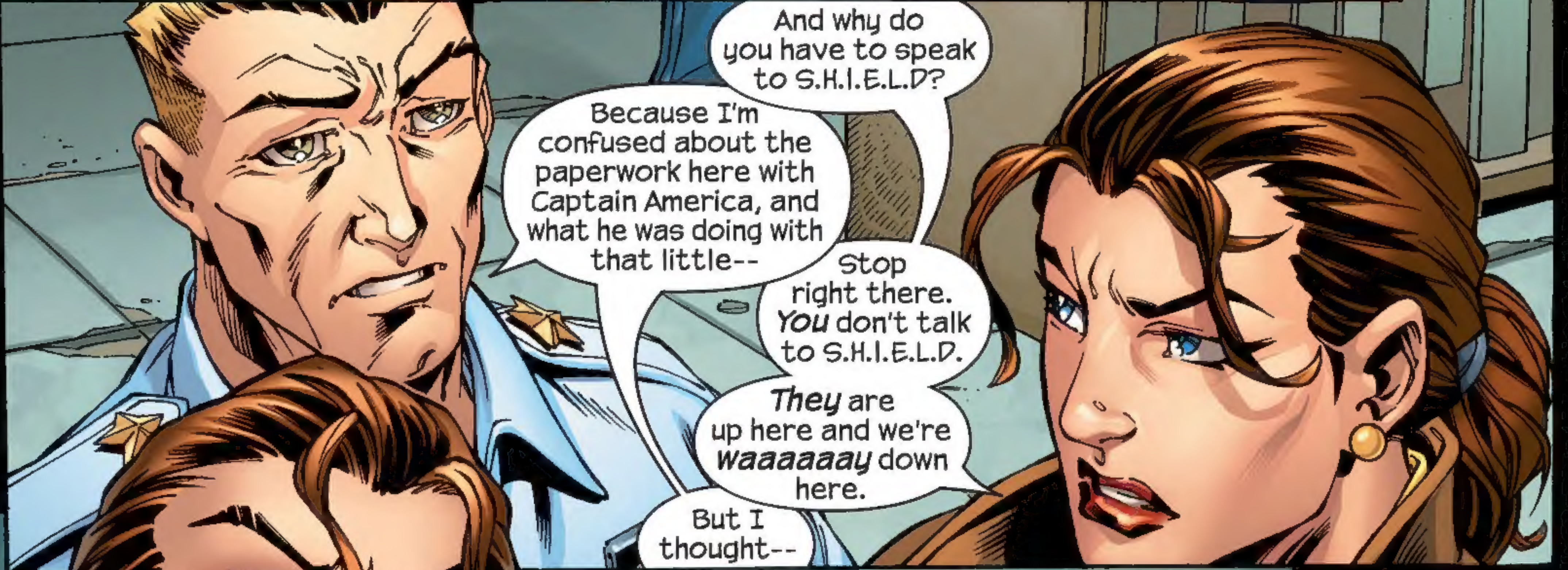
The Shocker.

The Shocker?

I didn't name him.



Bring him to the cops, genius.





Is there, like, a drop-off box?



Whoah whoah whoah!!! Everybody calm down!

Guns away!!

Sorry, guys, sorry!



Sorry about dropping in without calling but it- agh- it wouldn't be me if I didn't dive into rooms filled with people with guns.

What is *this* exactly?

This idiot was out there being stupid and tried to steal this stuff-- here--

For?

You know, I've been looking for you.



Meet me on the roof.



Where you been?



Oh, you know... around...

I saw on TV you're dating one of the X-Men?

Uh, what did you want to talk to me about?

Okay, well, remember when you came to me last time all freaked-out that the Kingpin was giving you info on a bad guy--



Hammerhead.

And taking Hammerhead down was the right thing to do, even though it *did* benefit Kingpin.

Good times. Good times.

Well, I said then- who cares *where* the info came from. Good info on a bad guy is good info on a bad guy.

Yeah... I guess.

Well, I'm asking- if I gave you info on someone I knew was a bad guy, would you use it?



Use it?

You know...

You're a cop.

So, uh, why don't *you* use it?



Because we haven't caught him in the act.

See, I have to wait until he *hurts* someone. My hands are tied.

But *you* can swing around and do whatever you want.



Hmmm...

I don't know.



So we have to *wait* until he does something truly *heinous*!!

'Til after someone *dies*!!

Because you "don't know"!!



Whoah, jeez, okay...

Who is he?



"Frank Oliver."

"For some reason they call him the Kangaroo."

"Of course they do."

"He's making a play for territory."

What is this?



Oh!

Hey!!

"What? Like Kingpin's territory?"

"It's not Kingpin's. It's no one's."

"It's people's lives."

"But tell these jamoke gangsters that, right?"

SMASH



You have money to *play cards* and you don't have money to *pay me*??!!

No, no, I--

"This Kangaroo is tearing through the lower trenches in a huge way."

"We got a couple of bodies, a couple of rumors, but nothing we can pin..."

You pay me now!!

But--



No buts!!

CRACK



I guess-
I guess I'm just
surprised you're
willing to break
the law.

Hey, if
you don't
want to do
it, *fine*.

No,
I'm just--



But
I've *had*
it!!

Every two
seconds there's
another parasite
crawling all over
my city and I don't
have the manpower
or funds, or, in this
case, the so-called
"right" to do any-
thing about it.



What do
you want me
to do?



Beat
him up.



I'm not going to
do that. That's
not what I do.

What
will you
do?

I'll--

What's
the line
exactly?

Let me-
hey- let me
go see what's
what.

If I see him
doing something
he shouldn't, then I'll,
I don't know, act
accordingly.

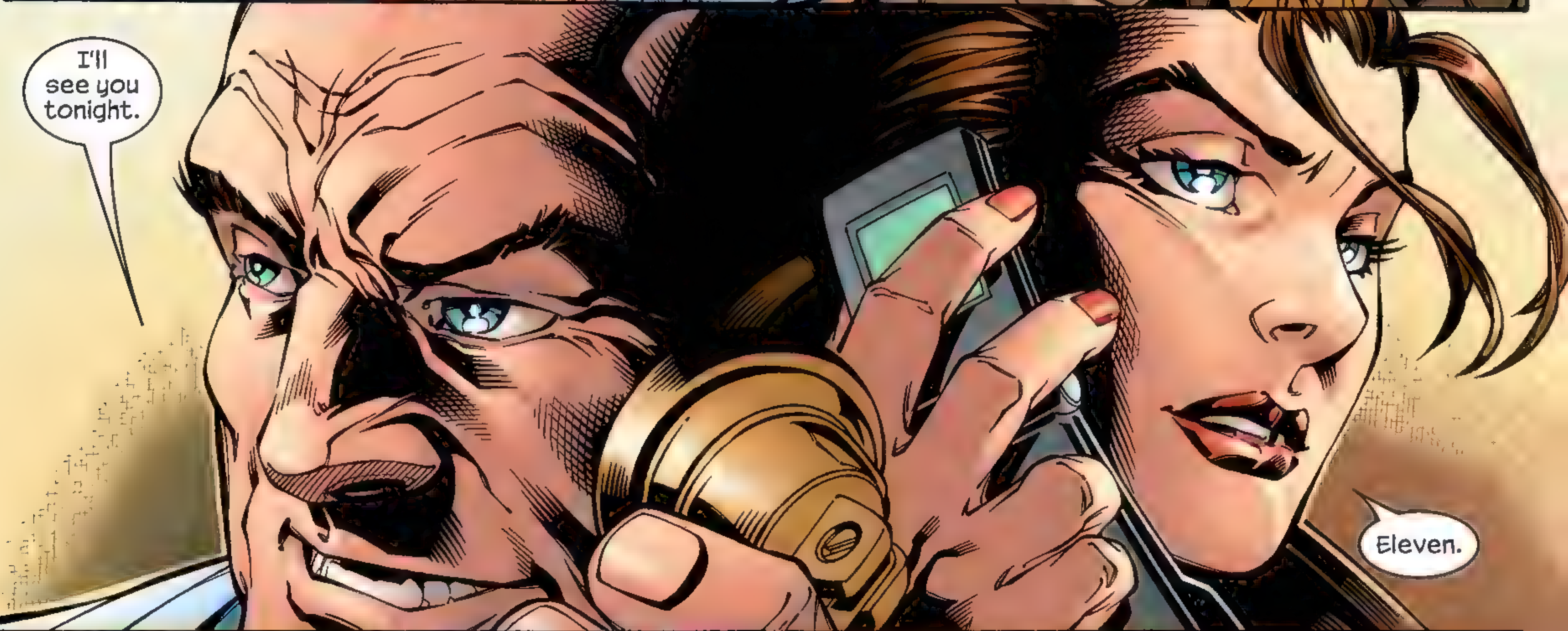
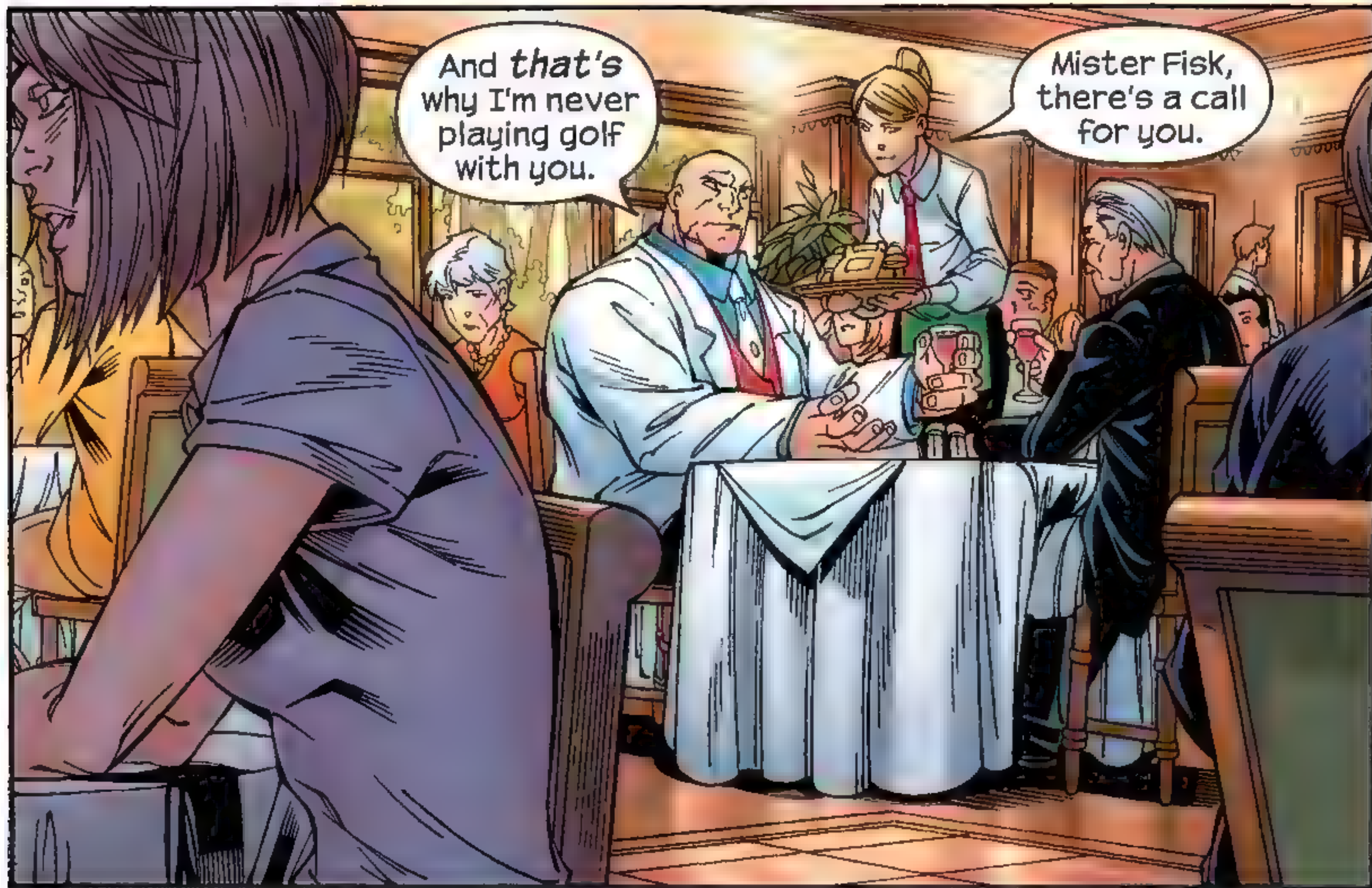


Well, I
guess I can't
ask for anything
more than
that.

What is
this?

It's
where he
hangs out.





I hate these moral conundrums.

That's what this *is*, right? A moral conundrum.

I am completely immersed in conundrum.

Why does this feel wrong?

I dress up like this specifically to beat up bad guys and a cop I know points to a bad guy who needs a beating...

And yet...this feels wrong.

Why wait 'til someone gets hurt?

SMASH

But why *do* I have to wait 'til the crime happens to stick my nose in?

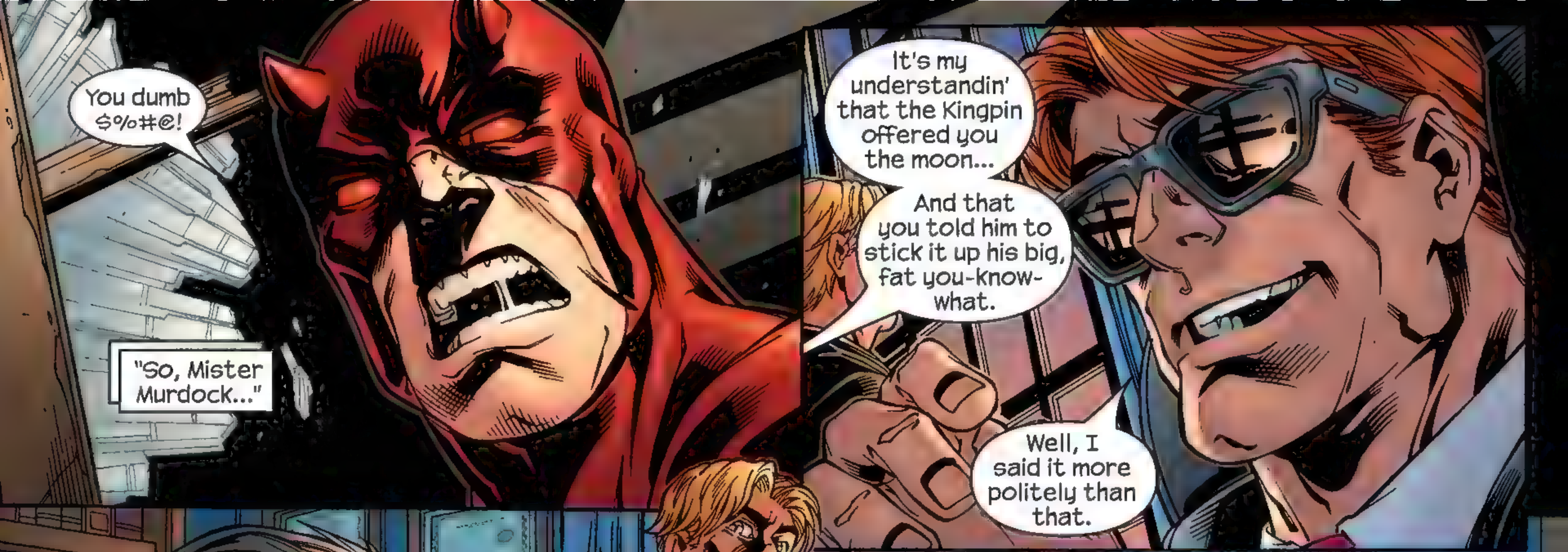
Why *not* jump in there and stop it *before* it goes down?

You know, like that guy...

Well, at least the conundrum's over...

**BAM
BAM
BAM**





NELSON AND MURDOCK, ATTORNEYS-AT-LAW. HELL'S KITCHEN. YESTERDAY





Okay, okay.

You know. I gotta keep an eye on my boy.

We're buildin' somethin' big here.

We'll set something up as soon as we can.



Uh- what was *that* exactly?

We're taking on the Kangaroo??

So telling him to go to hell was a bad idea because?

Of course not.

No reason to make an enemy out of him, Foggy.

Why'd you take his information?







Hey look, it's the Punisher.

It's Frank Castle.

Eatin' all by himself.



Eatin' wit' your hands.

No fork, no knife, no spoon. They don't trust you for nothin'.

My name is Jake Palento, by the way.

I know you don't know me, but I just came here to tell ya that I'm getting out today--

Walking right out the front door.

Free man.

Ryker's Island, maximum security prison. Yesterday.



My cousin is going to be there to pick me up.

His name's Frank Oliver. The Kangaroo.

And he wanted me to personally thank you before I left.

See, all that trouble you caused the Kingpin that got you locked in here?

Well, it made it *easy* pickin' for us. We just wanted to say thanks.

Because while *you* rot away in here, we'll be out there.

Living a life that *you* helped provide.



So think about that as you rot in hell for all time, you sick \$%#& dirty ex-cop.



Oh!

RUMMEE

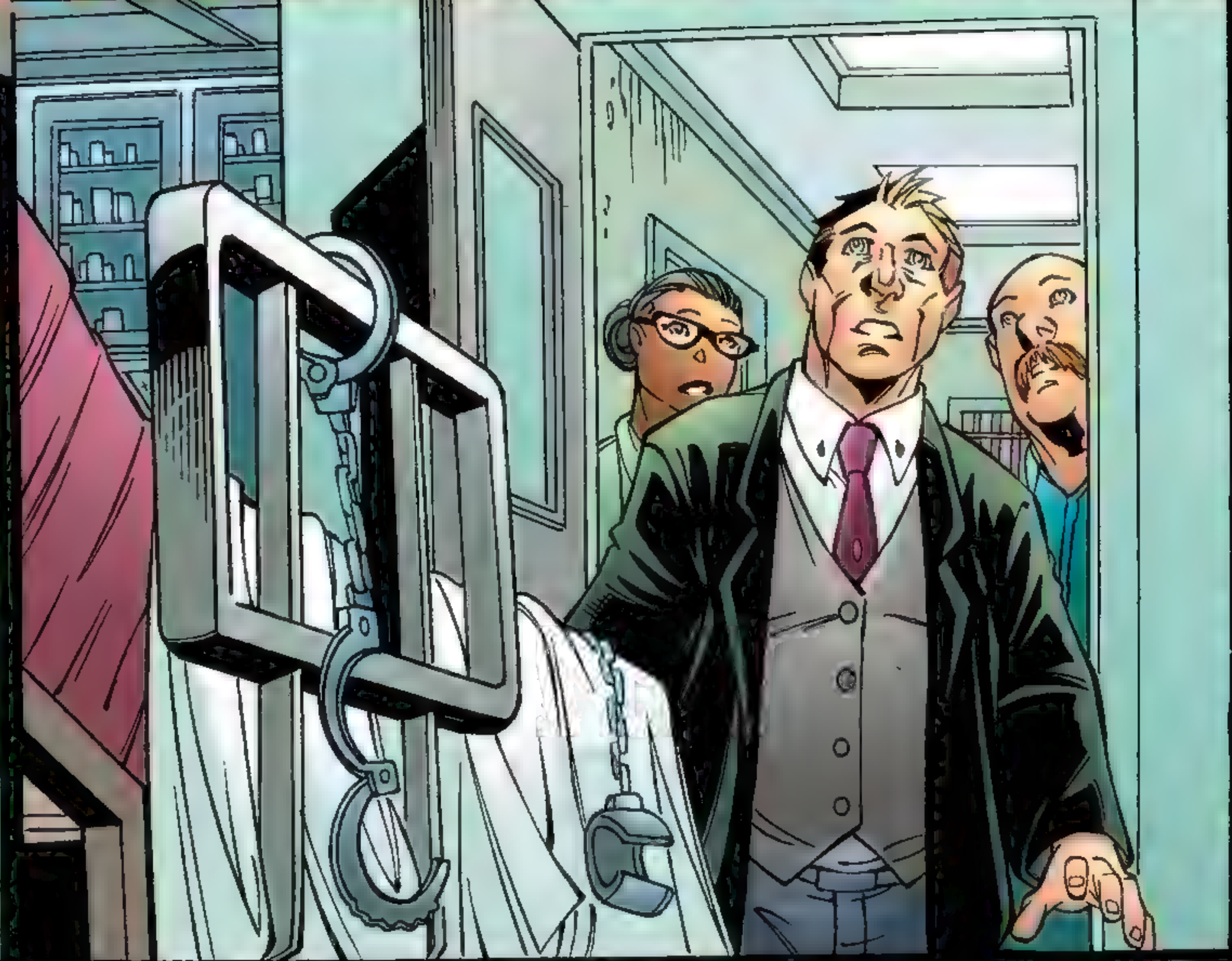
HRRR!!!

Guk!!

Hey, youaakk!!

THMUP

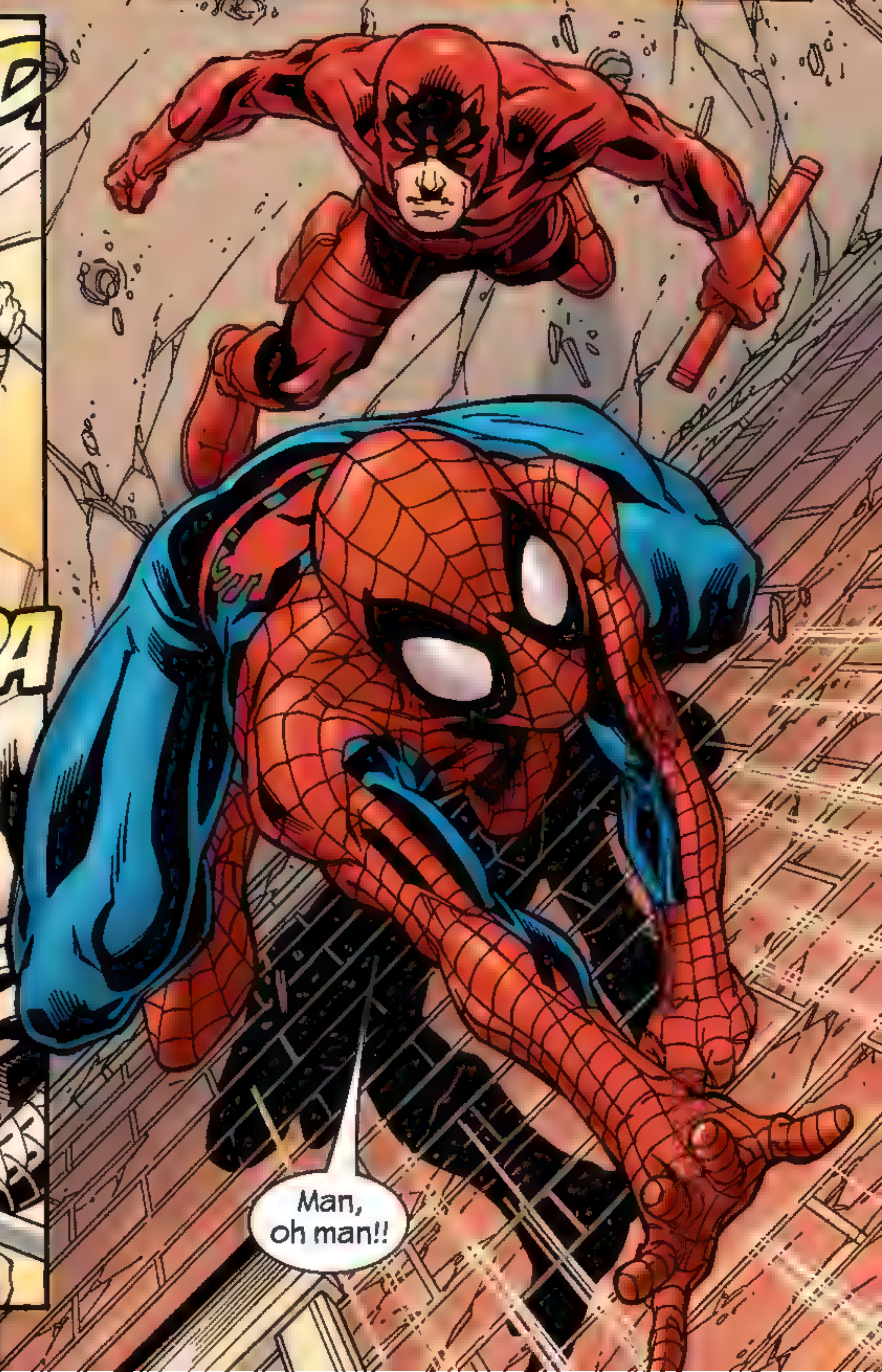
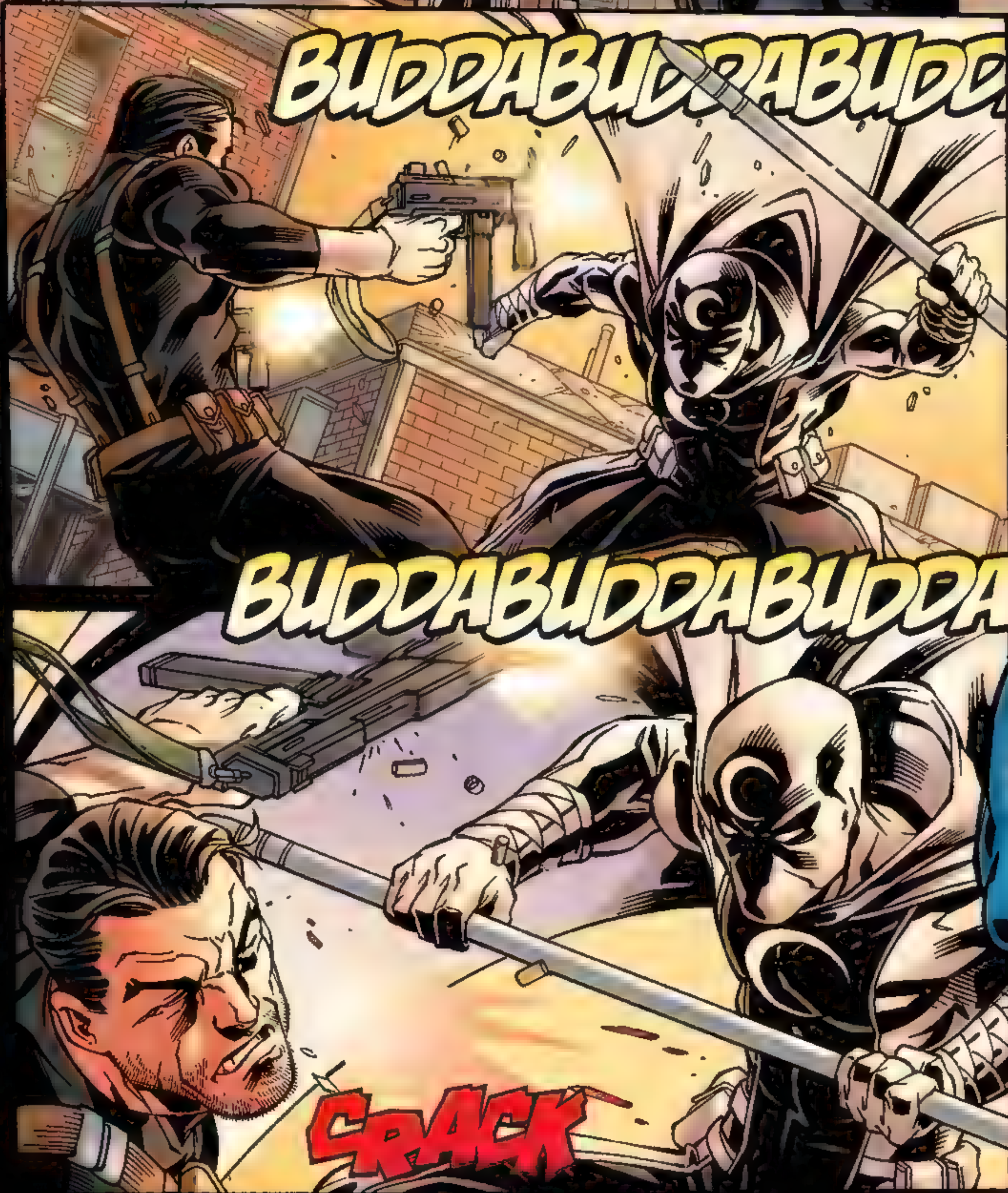
PUMPF

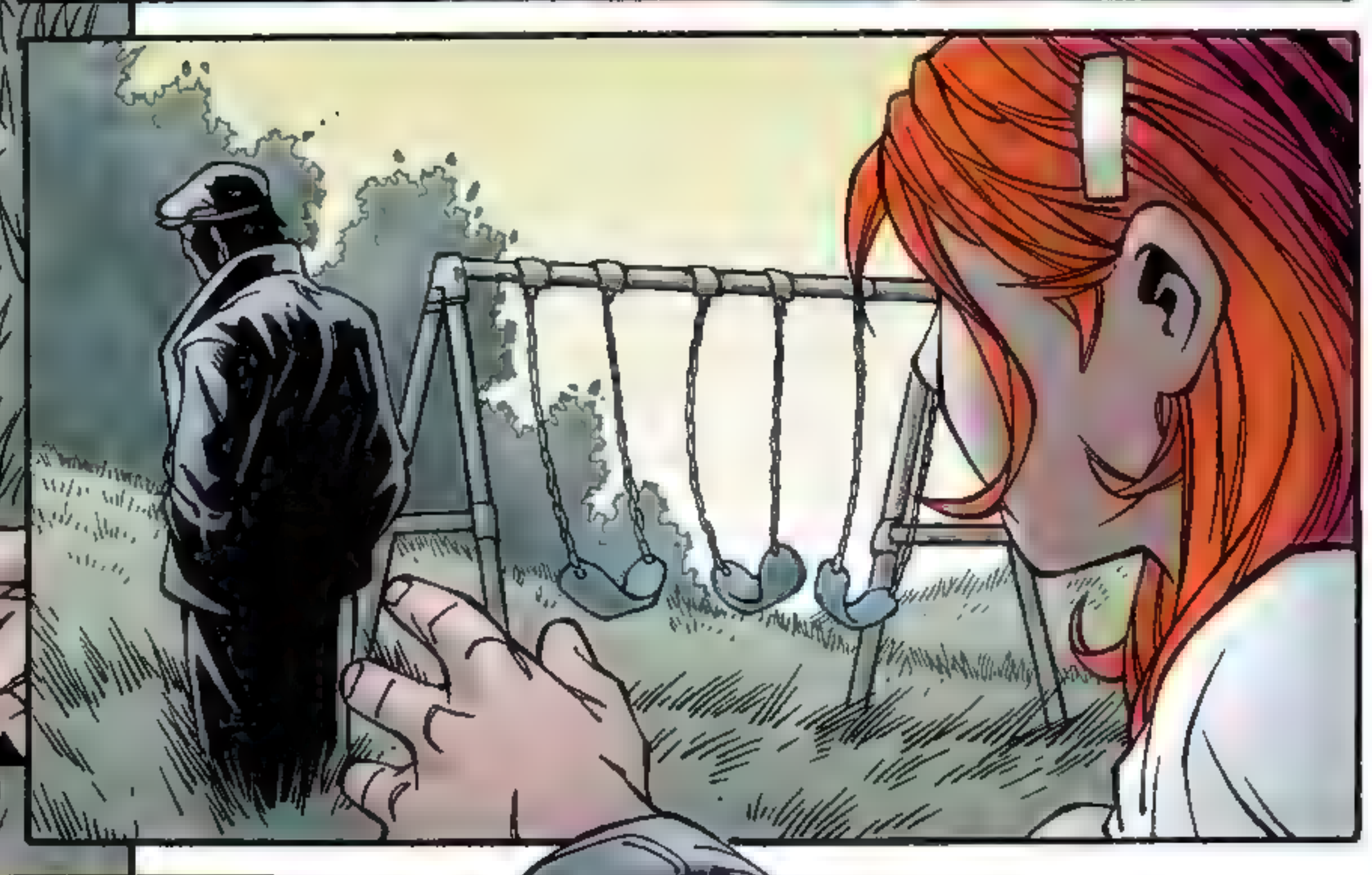
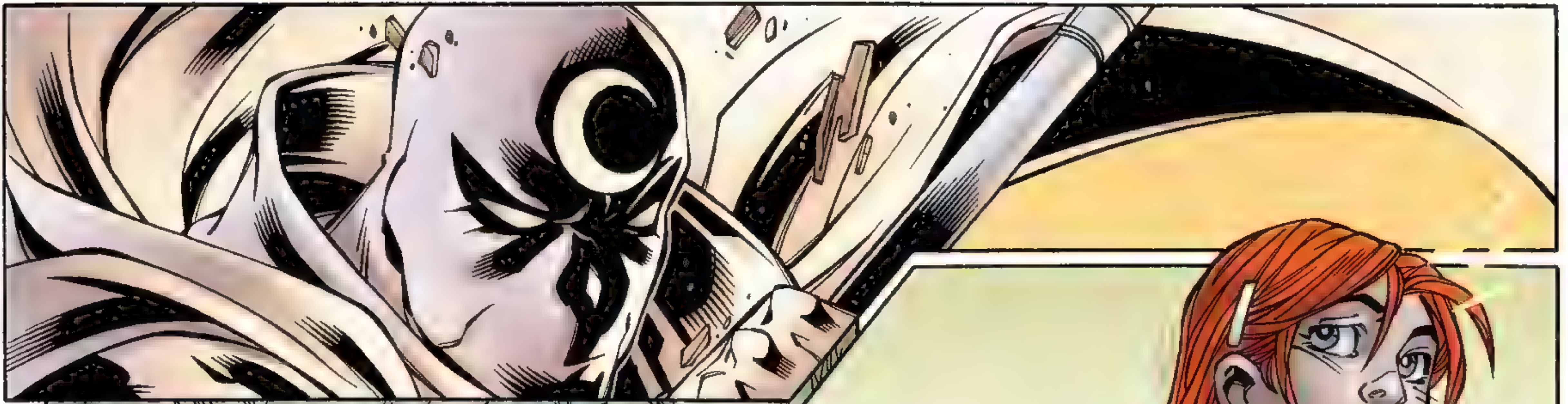




Oh great! The









We got hurt in a fight. He needs to wake up.

I remember now. We were stabbed.

We're in a hospital.

We're not dead?

We're not dead.

If we were dead, we wouldn't be having this conversation.

Maybe.

What should we do?

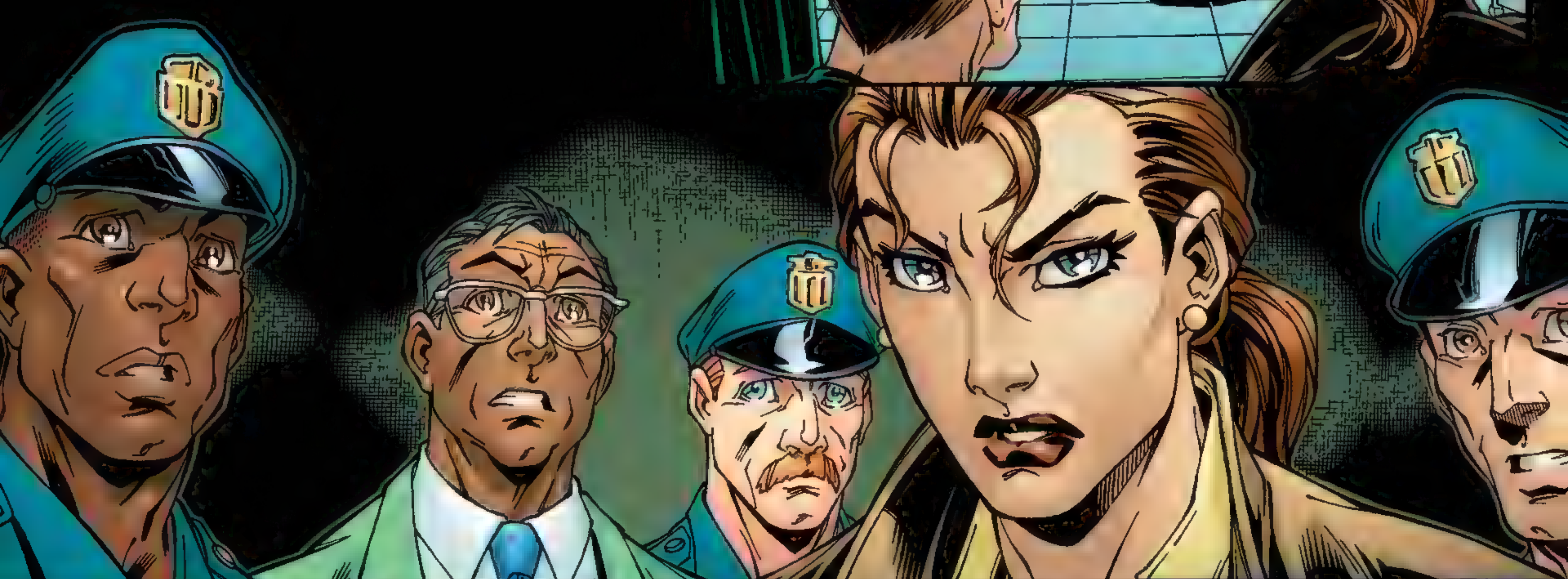
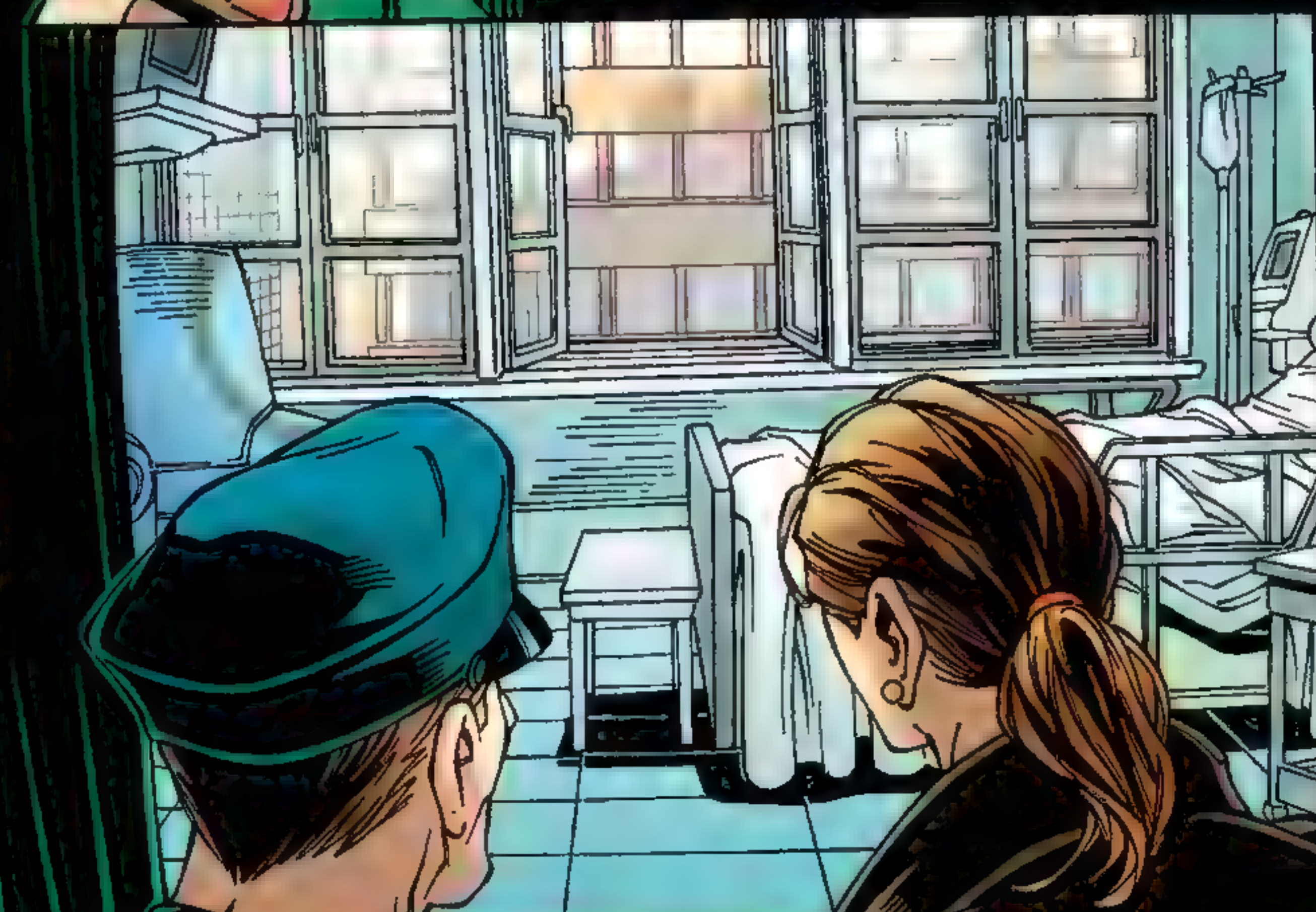
We need to wake up. We need to get back to our project.

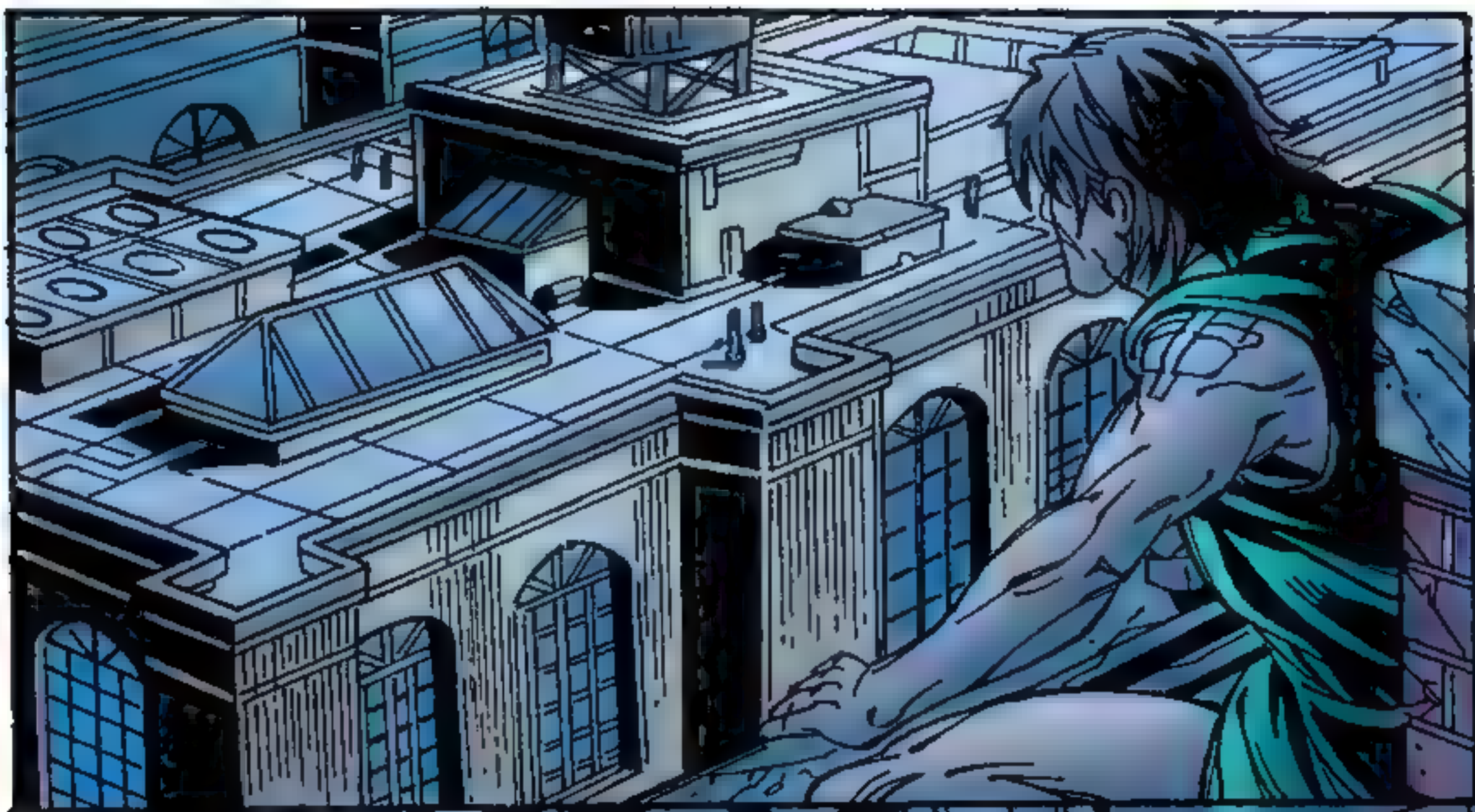
Wake up.

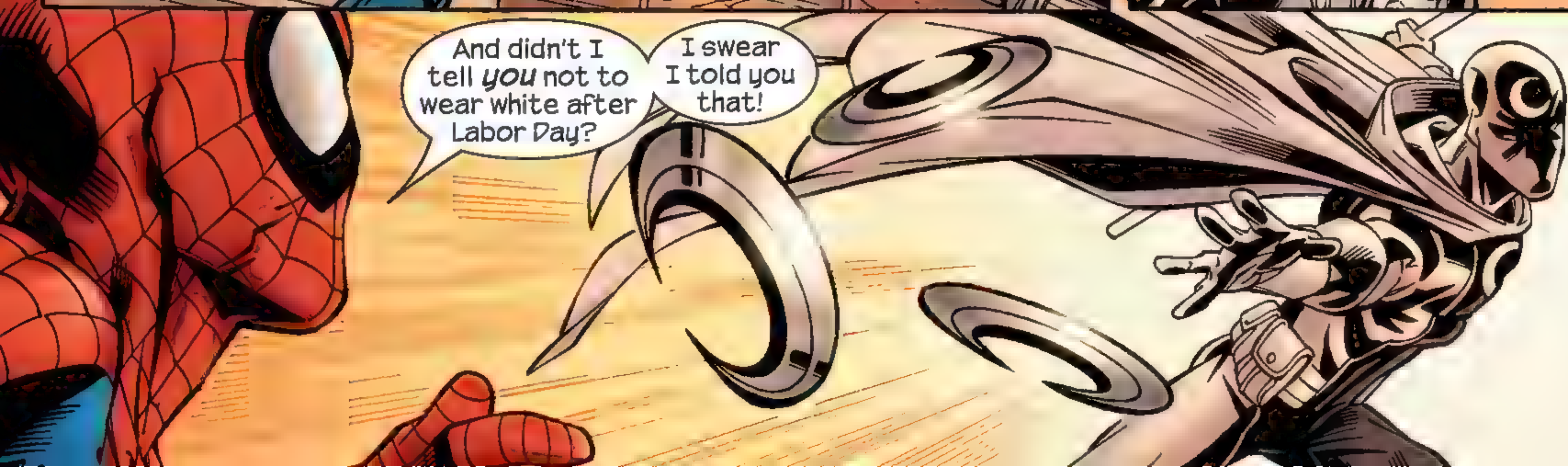
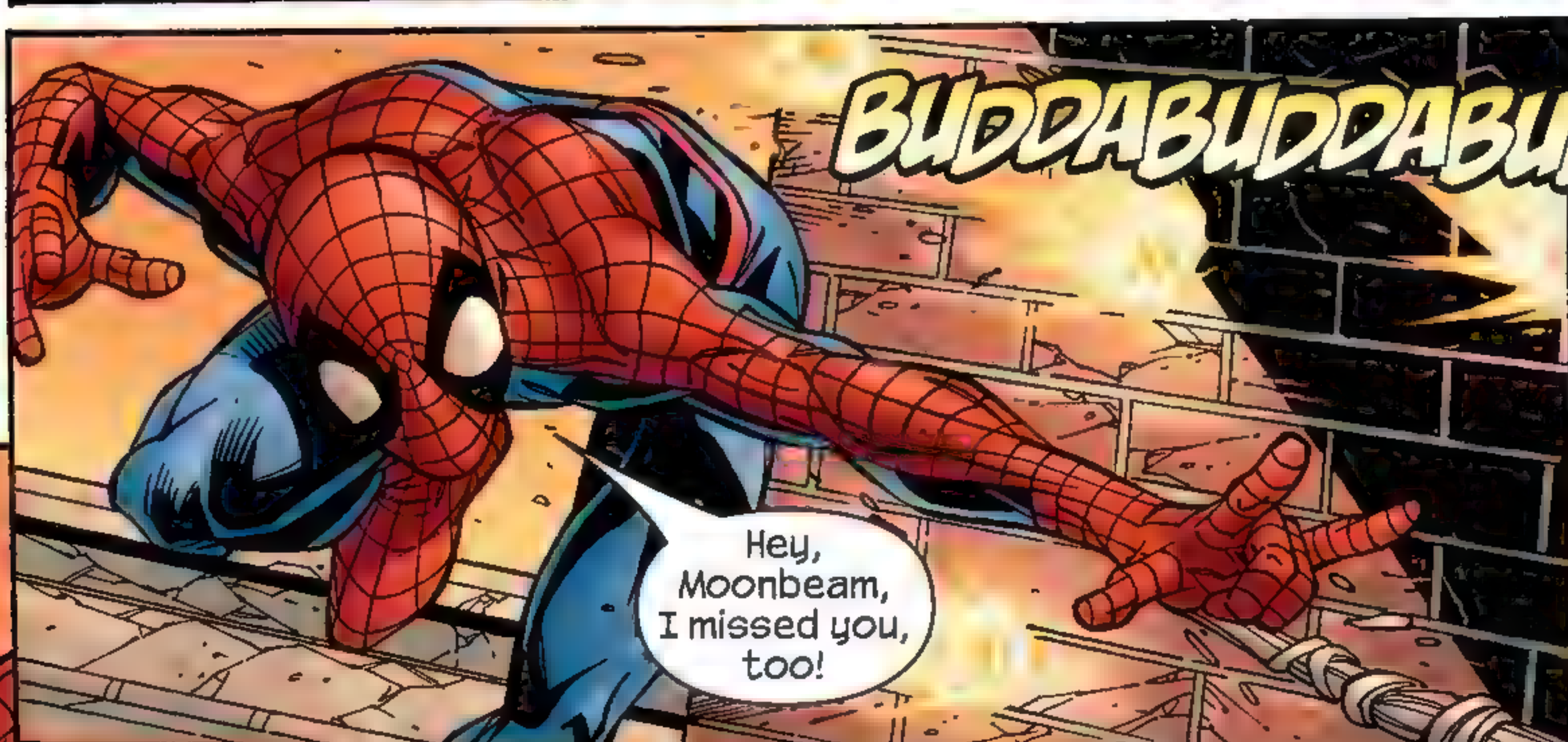
Wake up.

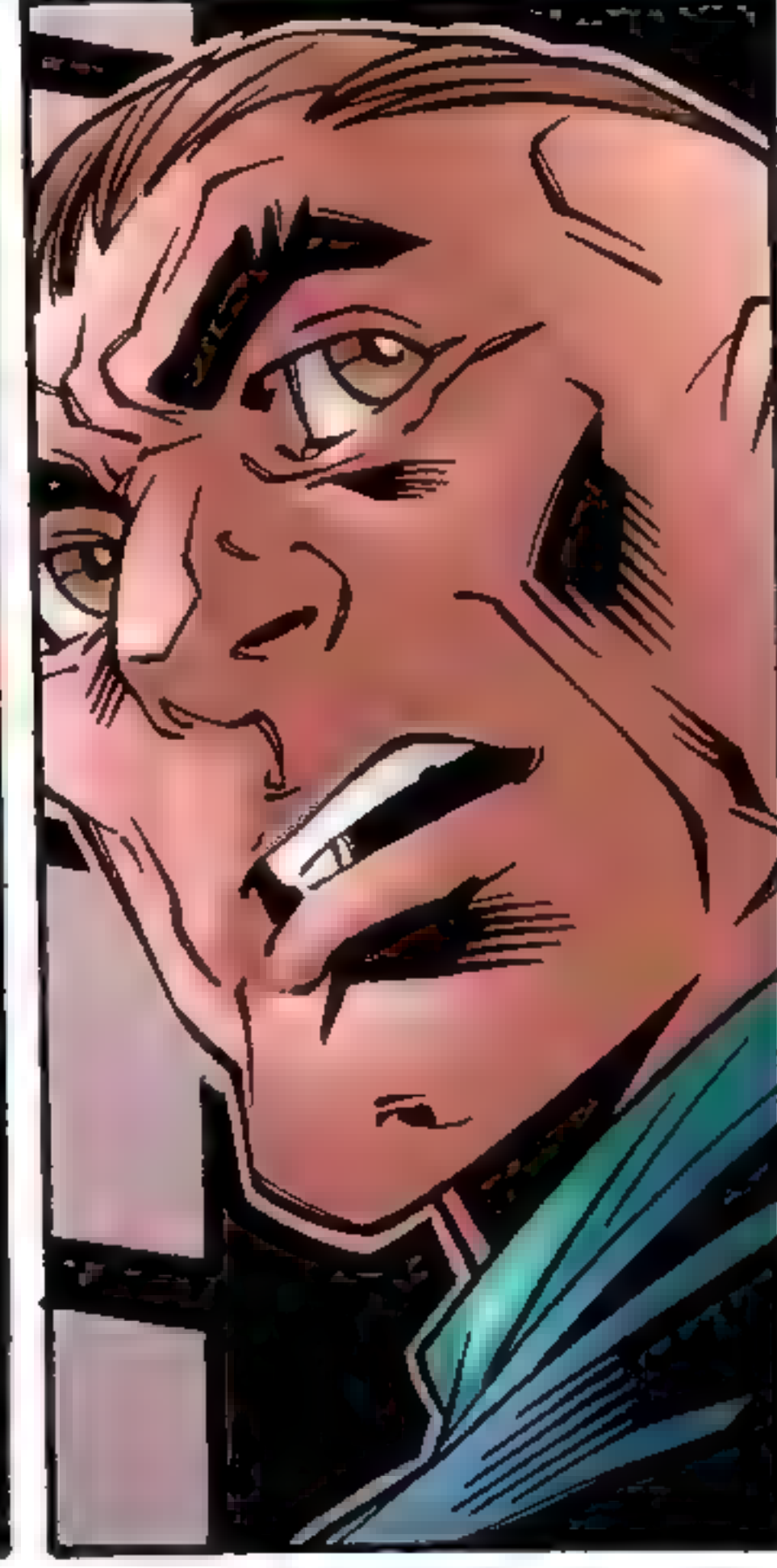
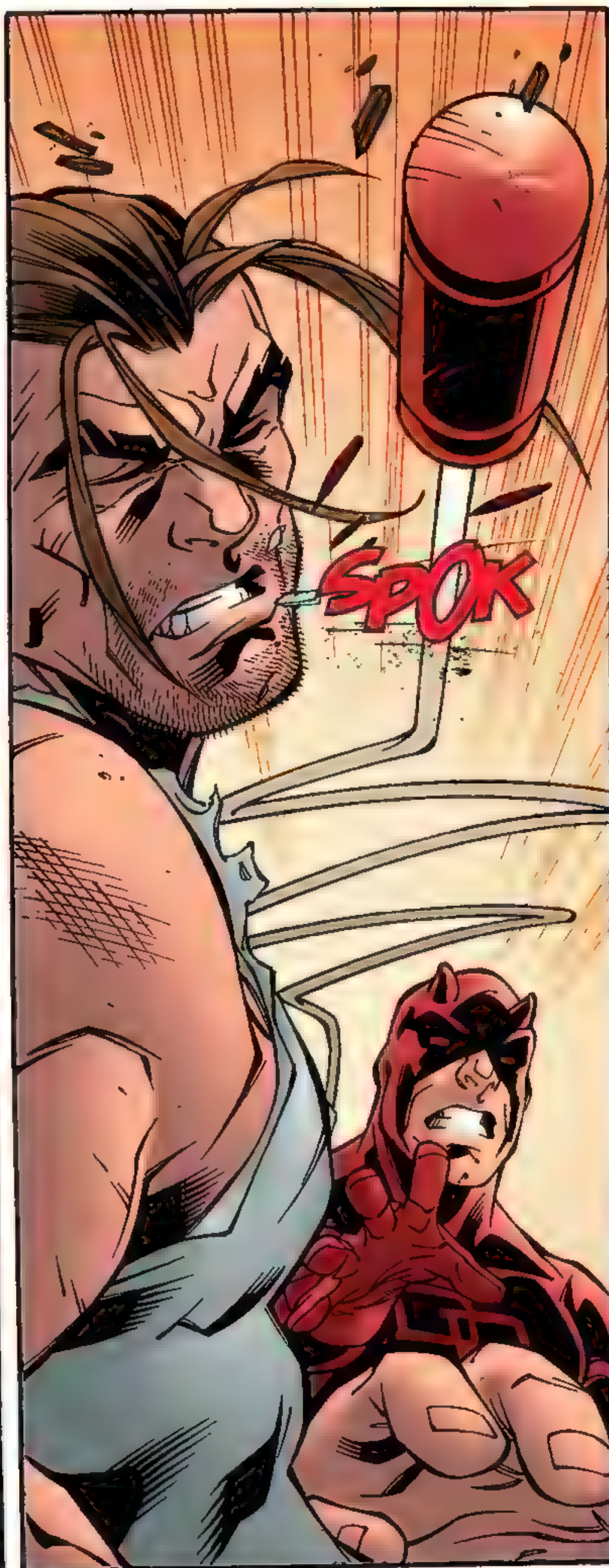
Wake up.

Wake up.











They call you the Kangaroo.



And you, Kingpin.

Want to switch?

Cute. No.



I understand you intend to conduct business here in New York City.



I'm having dinner.



I came here to look you in the eye, man-to-man...

So you'll see my face when I suggest to you that it's time to do one of two things.

Leave or go through me.



It's a very big city.



It is not, is what I'm saying.



Should we take it outside?



This isn't prison and this isn't high school.

Feels like both.

It's
not how I do
business.

When it comes from me-
it'll come in forms
you'd never expect.

Enjoy
the rest of
your meal.



You see
that? He's
scared
a' me.

I- I think
he just declared
war on you.

No, man.
Don't you see?
He actually
came *here*.

To me.

All the way down here?

He's terrified of me.

I dunno.



He might as well have come here and said-
"It's all yours."

Oh, it's on now. We don't stop.

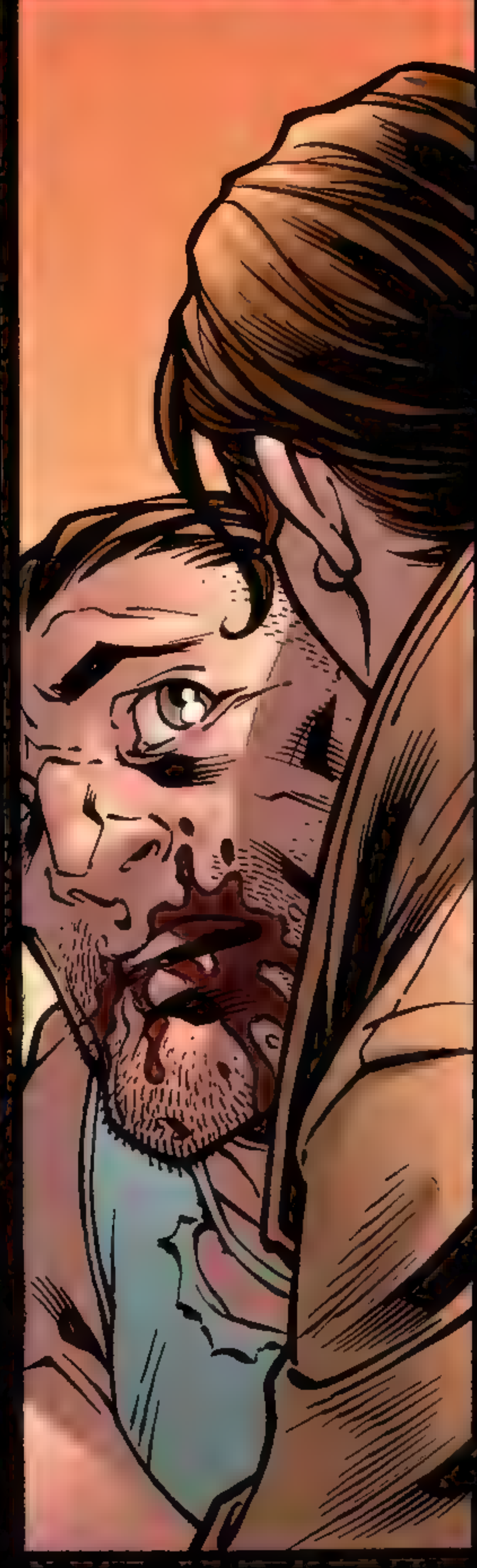
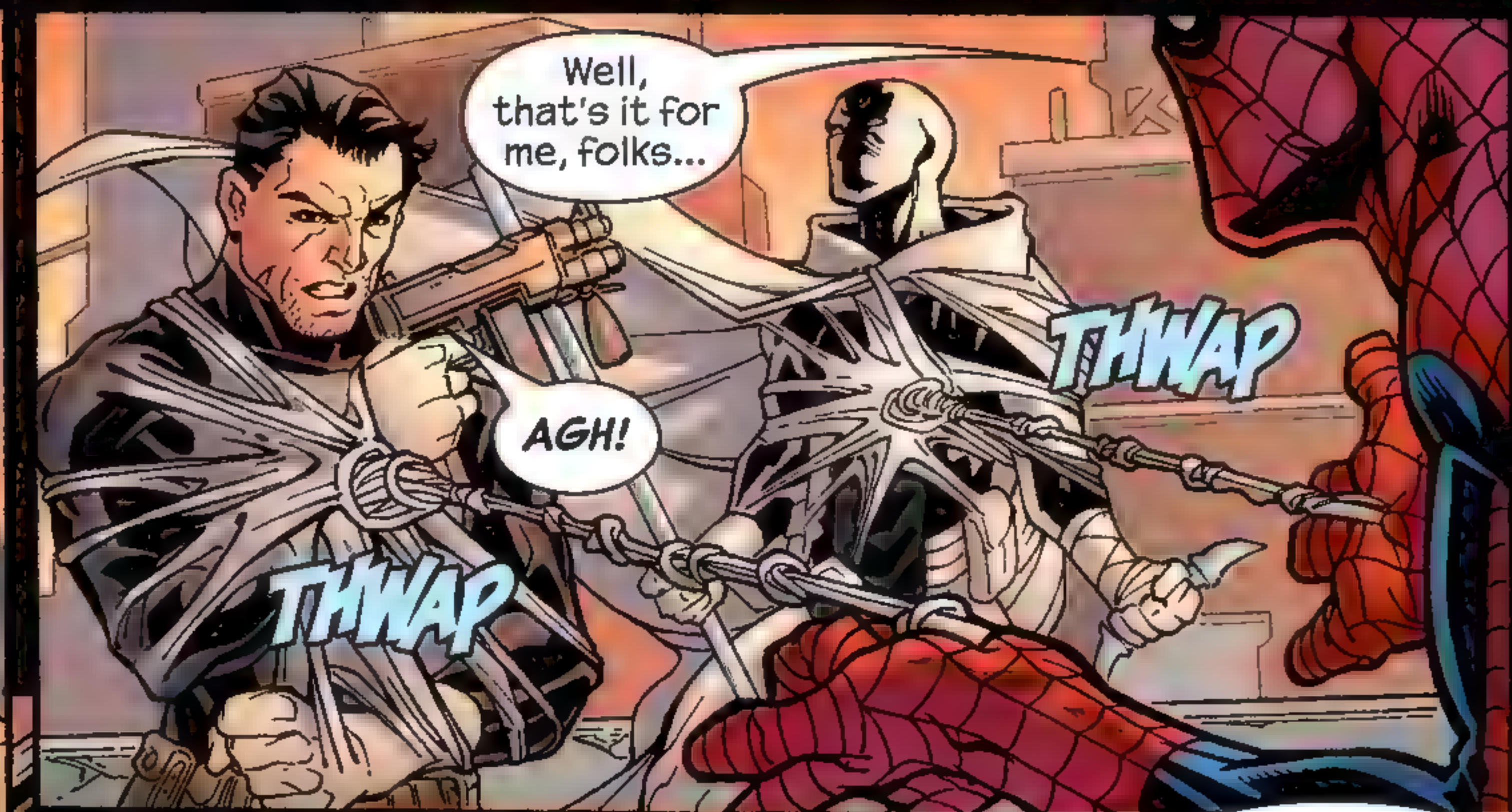
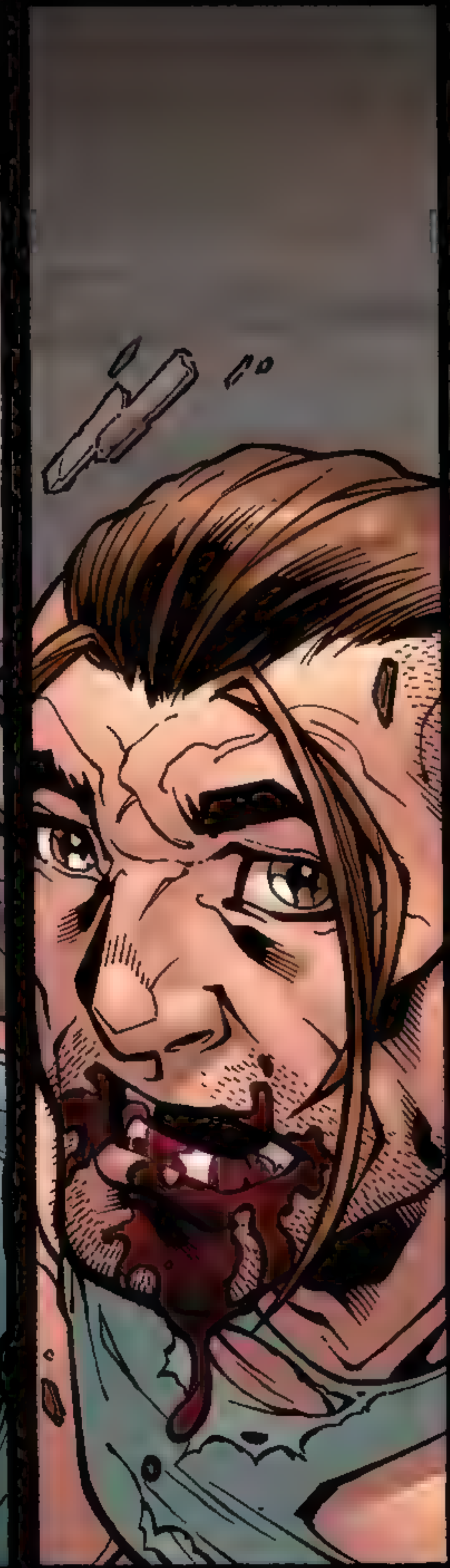
I dunno.

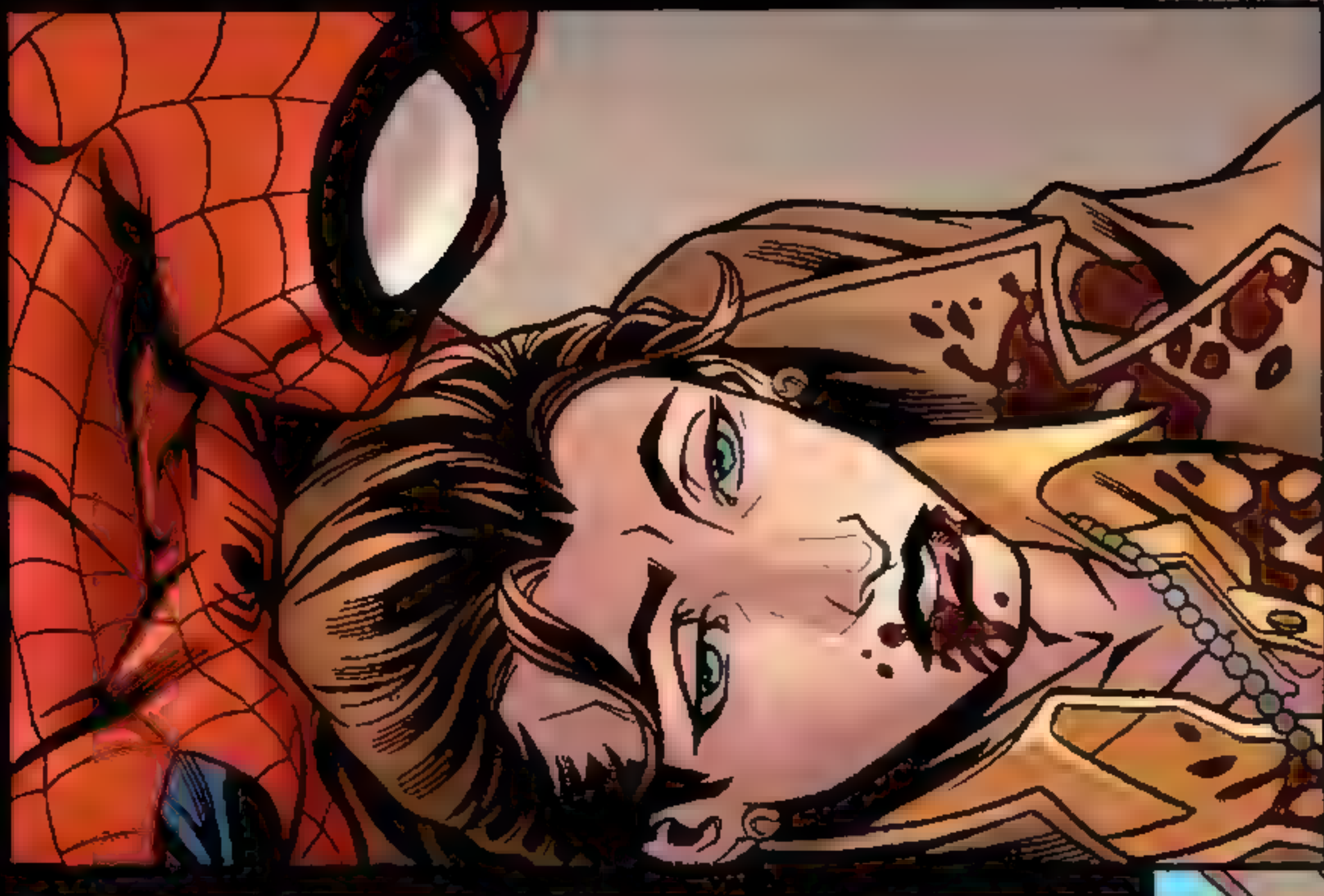
You'll see.
What's he got?
Nothing.

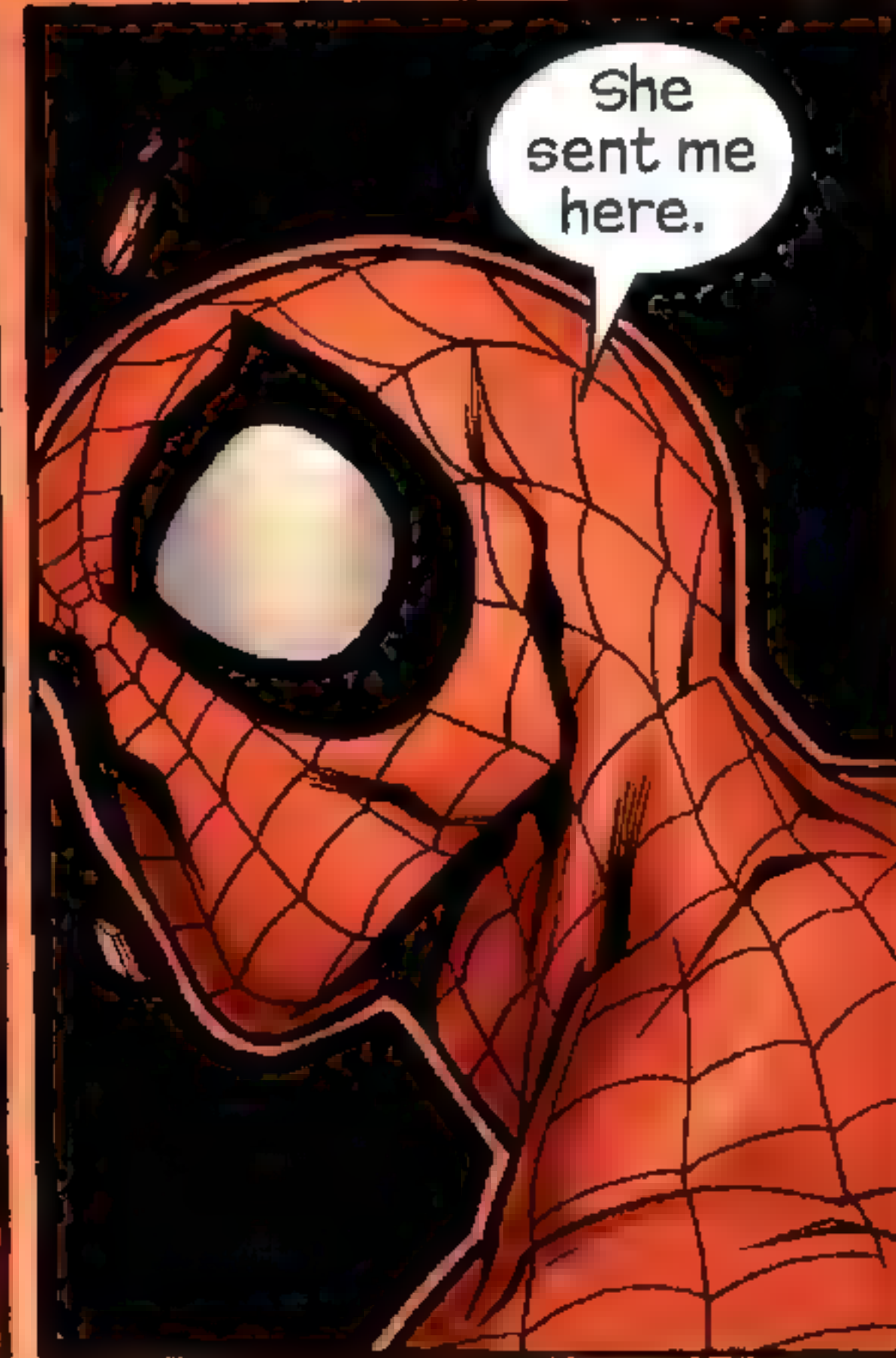


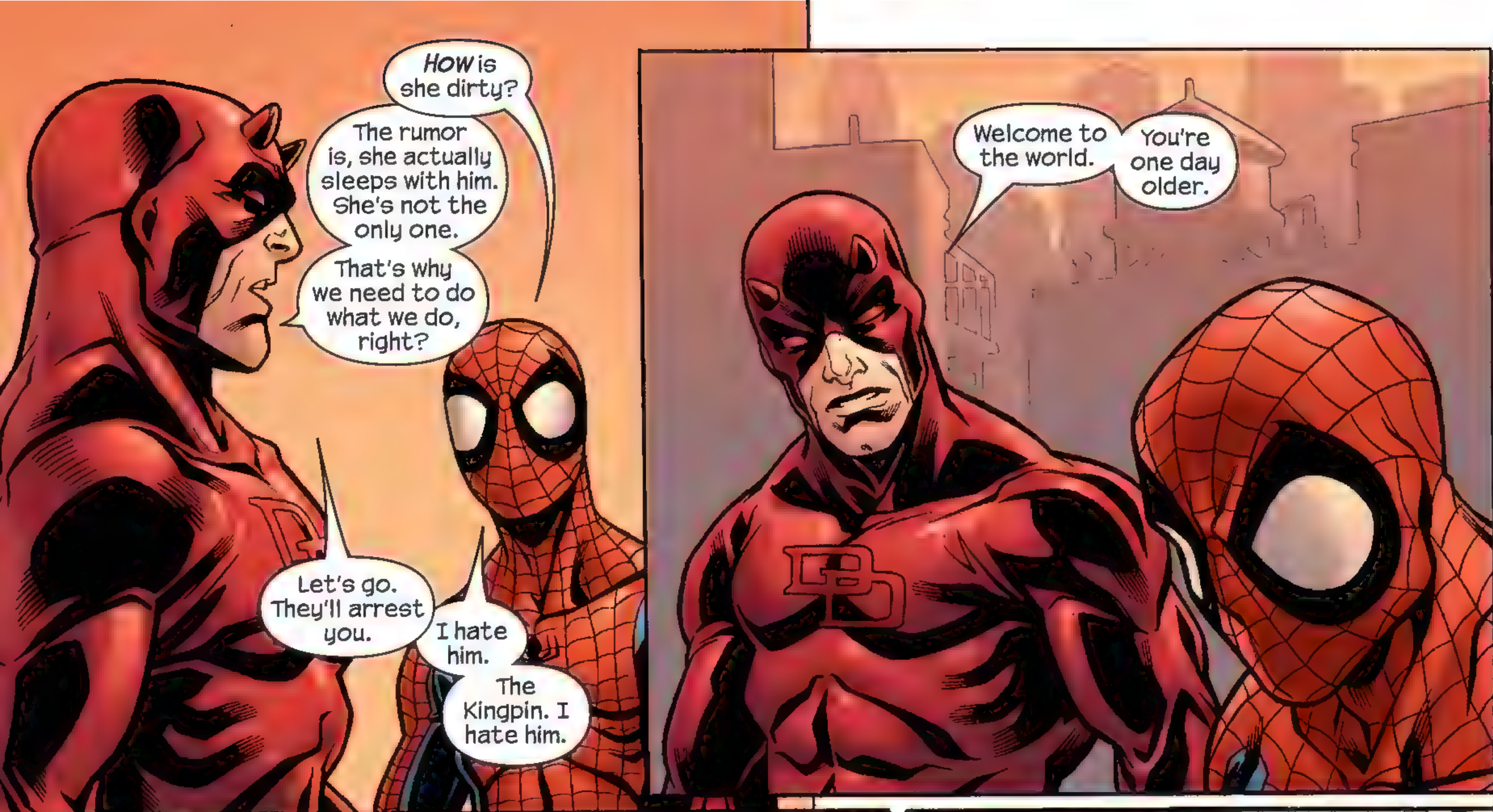
Yay!

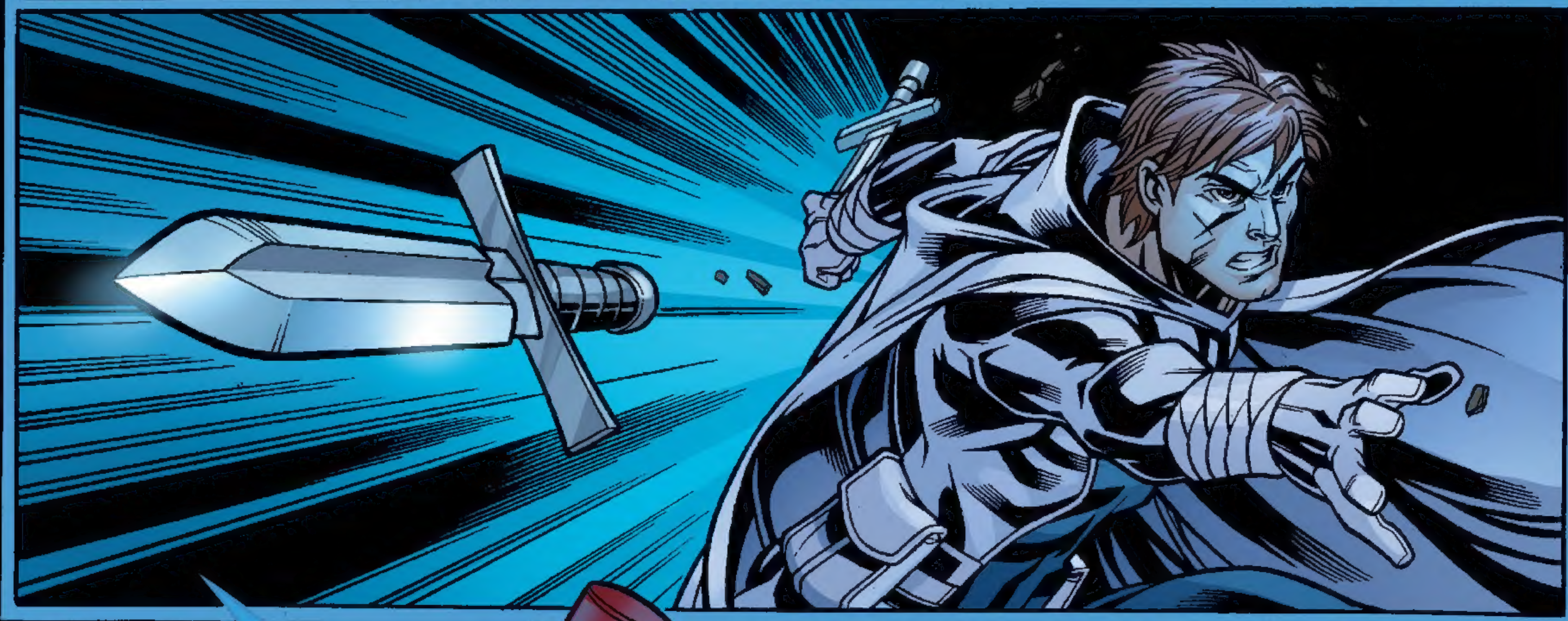
People
of actual
authority.













Men in masks. We don't like opening up. I respect it.

Sorry to barge in. I figure you know who I am.

I followed you here because I see your name.

You seem to know where the bad guys are and who they are.

I see it in all the right places, hitting all the right people.

But it occurred to me that we're kind of tripping over each other to get at the Kingpin and his kind.

Today, for example, could have gone a lot better.

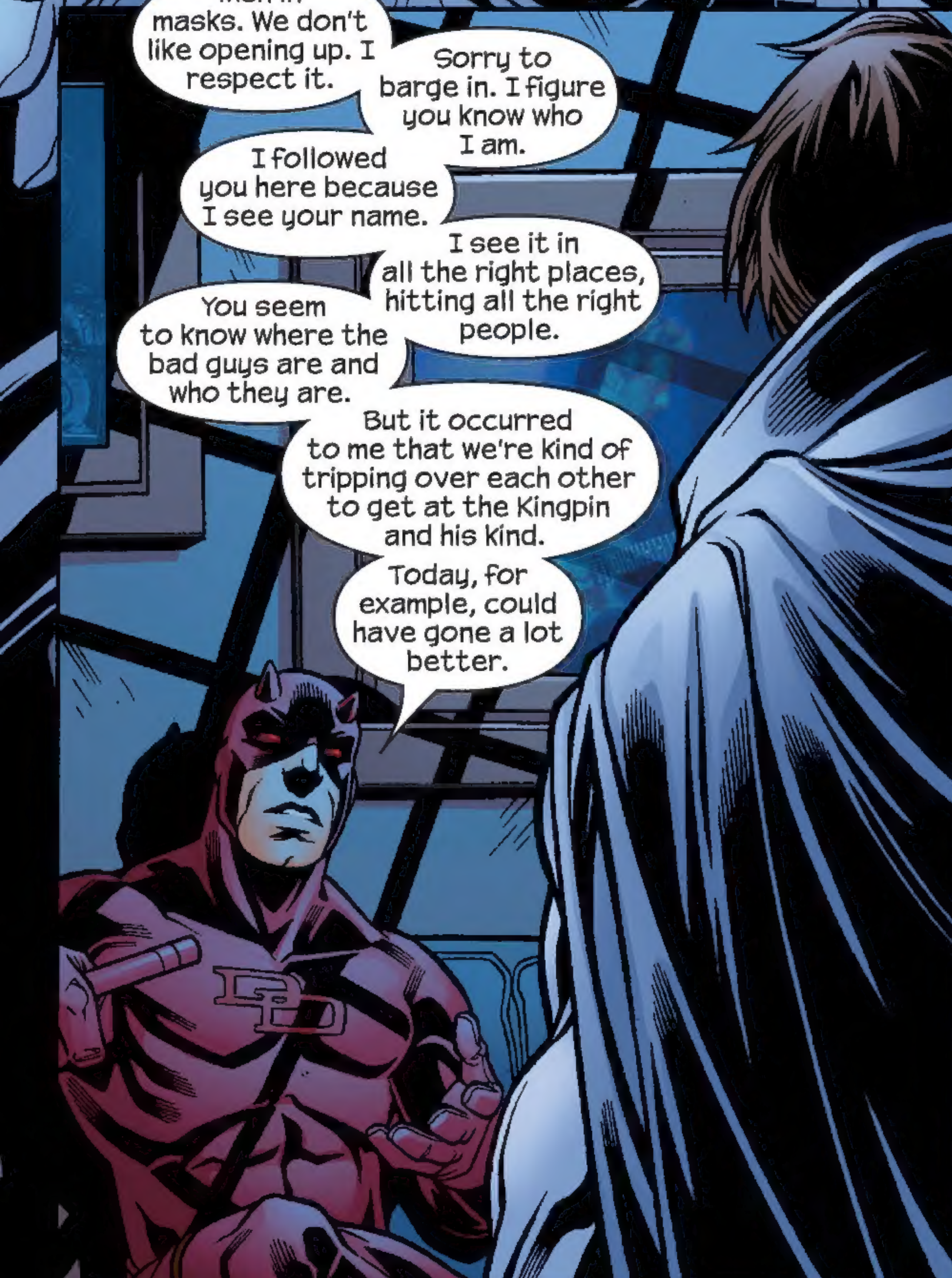
Kingpin has an army. An army of politicians and cops and gangsters and criminals.

We're just us.

We fight but we're running in circles. And now we're running into each other.

I was wondering, if I put something together. A bunch of us.

With a common goal. A common cause. Would you be interested?



A bunch of who?



A bunch of us.



"What would we do, this bunch of us?"

"Make sure Kingpin has no more nights like tonight."



"Where he laughs himself to sleep thinking he got one over on us."



The end.



SON OF

VULTURON